

RETAINER DECLARATION

May 17, 2022

RE: Retaining the Law Offices of Alla Kachan P.C.

We, Gaetano M Balzano as a Debtor in Ch 11 individual bankruptcy case No.: 22-11703-VFP pending in the District of New Jersey Bankruptcy Court and Produce Depot USA LLC as a Debtor in Ch 11 Corporate case No.: 1-22-40412-ess, pending in the Eastern District of New York bankruptcy Court, agree to retain the Law Offices of Alla Kachan P.C. ("LOAK") to represent us in the referenced Ch 11 bankruptcy cases. We are aware that said joint representation raises the possibility of the existence of a potential representation conflict. Nevertheless, we feel that individual representation will impose undue financial hardship, and is therefore, not in our best interest.

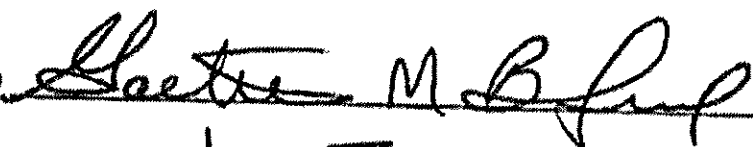
Due to the fact that the contract obligations of Produce Depot USA LLC are individually guaranteed by Gaetano M Balzano, Produce Depot USA LLC and Gaetano M Balzano are seeking a global resolution of said indebtedness. Produce Depot USA LLC and Gaetano M Balzano are confident that said dual representation, is in best interest of both Debtors under the facts at hand.

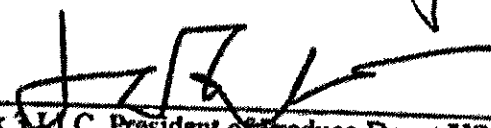
We are further acknowledging, that in the event of said conflict, Produce Depot USA LLC and Gaetano M Balzano, will each need to hire separate counsel other than LOAK, as LOAK will then be unable to represent either party.

Notwithstanding the foregoing, we wish to continue with LOAK's retention in all three of our cases, as we feel that a disagreement or conflict is unlikely.

Further, the experience and rate of success with both individual and corporate Ch 11 cases, uniquely qualifies LOAK to represent us, and we feel that inability to retain similar representation will be a disadvantage to our potential outcome.

Finally, in the further event that a conflict arises, Produce Depot USA LLC and Gaetano M Balzano hereby both understand and agree that LOAK will not be able to represent Produce Depot USA LLC and/or Gaetano M Balzano. Further, we understand that no refund will be issued by LOAK to us from retainer funds received by LOAK during the prepetition period, as a Ch 11 retainer for the time spent on our bankruptcy cases.

Gaetano M Balzano 

Produce Depot USA LLC 
Book 3 LLC, President of Produce Depot USA LLC